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*and*

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*Counsel for the Official Committee  
of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION**

**-and-**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM)*

**DECLARATION OF GREGORY A. BRAY  
IN SUPPORT OF MOTION OF THE  
OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR AN  
ORDER AUTHORIZING THE FILING OF  
AN OBJECTION UNDER SEAL**

[No Hearing Requested]

1 I, Gregory A. Bray, pursuant to section 1746 of title 28 of the United States Code, hereby  
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,  
3 information and belief:

4 1. I am an attorney admitted to practice in the State of California and I am a partner  
5 in the Financial Restructuring Group of the firm Milbank LLP ("Milbank"), counsel to the Official  
6 Committee of Unsecured Creditors (the "Creditors' Committee") of the above-captioned debtors  
7 and debtors in possession (collectively, the "Debtors"). Milbank maintains an office at, among  
8 other places, 2029 Century Park East, 33<sup>rd</sup> Floor, Los Angeles, California, 90067-3019. There are  
9 no disciplinary proceedings pending against me.

10 2. I am duly authorized to make this declaration on behalf of Milbank in support of  
11 the *Motion of the Official Committee of Unsecured Creditors for an Order Authorizing the Filing*  
12 *of an Objection Under Seal*, filed concurrently herewith (the "Motion to Redact"). The facts set  
13 forth in this declaration are based upon my personal knowledge, my review of relevant documents,  
14 or information provided to me by other advisors to the Creditors' Committee, including other  
15 attorneys at Milbank. If called upon to testify, I would testify competently to the facts set forth in  
16 this Declaration.

17 3. As stated, this declaration is submitted in support of the Motion to Redact, which  
18 seeks authority to file under seal portions of the Creditors' Committee's objection (the  
19 "Objection") to the Debtors' *Motion Pursuant to 11 U.S.C. §§ 363 and 105(a) and Fed. R. Bankr.*  
20 *P. 6004 Authorizing Debtors to Purchase Directors and Officers Insurance* (the "D&O Motion")  
21 [Docket No. 2471], which objection is filed contemporaneously herewith.

22 4. In particular, the Creditors' Committee received materials from the Debtors as part  
23 of Creditors' Committee's diligence of the D&O Motion, which materials the Debtors designated  
24 as "confidential" or "highly confidential" pursuant to the *Order Governing Discovery by and*  
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1 *Among Debtors, Official Committee of Unsecured Creditors, and Official Committee of Tort*  
2 *Claimants* entered by the Court on July 1, 2019 (“Protective Order”) [Docket No. 2807]. The  
3 Protective Order governs the production, review, disclosure, and handling of any information  
4 exchanged by and among the Official Committee of Tort Claimants (the “TCC”), the Creditors’  
5 Committee, and the Debtors in these chapter 11 cases.

6  
7 5. The Creditors’ Committee notified the Debtors that the Objection would reference  
8 certain of the materials that the Debtors had designated as “confidential” and/or “highly  
9 confidential” under the Protective Order (the “Designated Materials”) and asked whether the  
10 Debtors would require that the Creditors’ Committee file the Designated Materials under seal.  
11 Counsel for the Debtors answered in the affirmative, thereby necessitating the filing of the Motion  
12 to Redact and this Declaration.

13  
14 I declare under penalty of perjury that the foregoing is true and correct to the best of my  
15 knowledge and belief.

16  
17 Executed on July 2, 2019, Los Angeles, CA

18  
19 /s/ Gregory A. Bray  
20 Gregory A. Bray  
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